

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
BATON ROUGE
JACKSON
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TX 75207
<http://www.mcglinchey.com>

TELEPHONE (214) 860-9700
FAX (214) 860-9750
DIRECT DIAL

December 24, 1997

RECORDATION NO. 18275-S
FILED
DEC 31 '97
T, 2, V
2-10PM

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 11, Third Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Third Supplement to Equipment Trust Agreement, a primary document, dated as of December 19, 1997, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 19, 1997, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 19, 1997, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 19, 1997, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Third Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B, and the First Supplement to Equipment Trust Agreement dated March 17, 1995 between the Company and the Bank, as Trustee which was filed with the STB and

recorded under Recordation No. 18275-C on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-D and 18275-E.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Twelve (12) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Third Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

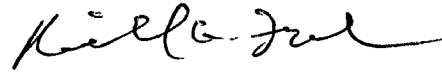
Enclosed is our check in the amount of \$96.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Third Supplement to Equipment Trust Agreement, a primary document, dated as of December 19, 1997, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated December 19, 1997, between the Company (as Assignor), and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 19, 1997, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 19, 1997, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 24, 1993 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated January 22, 1997, between Trinity Industries Leasing Company and PCS Phosphate Company, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	33,687 Gal. 112J340W Tank Cars	TILX 301141-301149

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RECORDATION NO. 18275-S FILED

DEC 31 '97 2-10 PM

March 23, 1998

(214)860-9701

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington D.C. 20036

Re: Equipment Trust Agreement (Series 11) dated as of June 24, 1993 between the Bank of New York (the "Trustee") and Trinity Industries Leasing Company (the "Company")

Dear Sir or Madam:

Enclosed is an original and one (1) copy of a Correction Agreement for the Fifth Supplement to Equipment Trust Agreement filed with your office on December 31, 1997 under Recordation No. 18275-S. Please return a file marked copy of this Correction Agreement to me in the enclosed return envelope.

Thank you for your assistance in this regard. My firm check in the amount of \$24.00 is enclosed to cover your fee. If you have any questions, please call me.

Very truly yours,



Richard A. Fogel

RAF/slg
encl.

(Series 11-5)

DEC 31 '97

2-10PM

CORRECTION AGREEMENT

(Series 11-5)

CORRECTION AGREEMENT dated effective as of December 19, 1997, between the Bank of New York, as successor trustee (the "Trustee") under an Equipment Trust Agreement dated as of June 24, 1993 (as amended or supplemented, the "Trust Agreement") and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

PRELIMINARY STATEMENT

Pursuant to a transmittal letter dated December 24, 1997 to the Secretary, Surface Transportation Board ("STB"), the Company submitted documents for recordation entitled Third Supplement to Equipment Trust Agreement, Assignment, and Bill of Sale (between the Company, as Seller, and the Trustee, as Buyer), all dated as of December 19, 1997 and related to the substitution of railroad cars and a Railroad Car Lease Agreement (described in Exhibits A and B attached hereto) pursuant to Section 5.05(a) of the Trust Agreement, which documents were recorded with the STB on December 31, 1997 under recordation numbers 18275-S, 18275-T and 18275-U, respectively.

Through inadvertence, the Third Supplement to Equipment Trust Agreement was mislabeled "Third", whereas it should have been entitled "Fifth" Supplement to Equipment Trust Agreement. The actual "Third" Supplement to Equipment Trust Agreement, dated August 27, 1996 had been recorded with the STB on September 3, 1996 under recordation no. 18275-L, and the Fourth Supplement to Equipment Trust Agreement dated December 5, 1996 had been recorded with the STB on December 19, 1996 under recordation no. 18275-O.

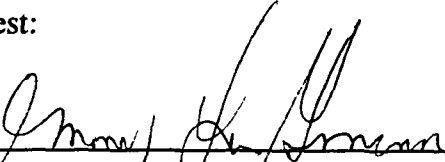
The Company and the Trustee desire to correct the error in labeling the Supplement to Equipment Trust Agreement dated as of December 19, 1997 as "Third" Supplement instead of "Fifth" Supplement, and the erroneous references in the Bill of Sale and Assignment referenced above to the "Third" Supplement instead of "Fifth" Supplement.

NOW, THEREFORE, in consideration of the premises, the Trustee and the Company hereby agree that (i) the Supplement to Equipment Trust Agreement dated December 19, 1997, and recorded with the STB under recordation no. 18275-S, be considered to be the Fifth Supplement to Equipment Trust Agreement, and (ii) the references in the Assignment dated as December 19, 1997 and recorded with the STB under recordation no. 18275-T, and in the Bill of Sale dated as of December 19, 1997 and recorded with the STB under recordation no. 18275-U, be considered to be references to the Fifth Supplement to Equipment Trust Agreement.

IN WITNESS WHEREOF, this Correction Agreement is executed the date first written above, but to be effective as of the Effective Date.

THE BANK OF NEW YORK
as Successor Trustee

By: 
Name: REMO J. REALE
Title: ASSISTANT VICE PRESIDENT

Attest:

Name: MARY I. A. GLIMINA
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §


On this 11TH day of March, 1998, before me personally appeared REMO J. REALE, to me personally known, who, being by me duly sworn, says that he/she is a ASSISTANT VICE PRESIDENT of The Bank of New York, a New York banking corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

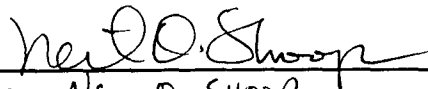
Commission Expires: _____

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

TRINITY INDUSTRIES LEASING
COMPANY


By: 
Name: MICHAEL G. FORTADO
Title: VICE PRESIDENT

Attest:


Name: NEIL O. SHOOP
Title: ASSISTANT SECRETARY

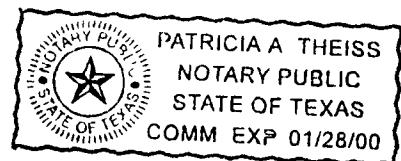
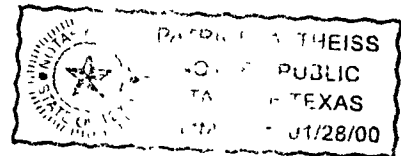
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 11TH day of March, 1998, before me personally appeared MICHAEL G. FORTADO, to me personally known, who, being by me duly sworn, says that he/she is a VICE PRESIDENT of Trinity Industries Leasing Company, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

Commission Expires: 1-28-00

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RECORDATION NO. 18275-S FILED

DEC 31 '97

2-10PM

Fifth
~~THIRD~~ SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 11)


Dated as of December 19, 1997

Between

**THE BANK OF NEW YORK,
Successor Trustee**

AND

TRINITY INDUSTRIES LEASING COMPANY


~~THIRD~~ SUPPLEMENT dated as of December 19, 1997 (herein called this "Third Supplement"), to the Equipment Trust Agreement dated as of June 24, 1993 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on June 25, 1993 under Recordation No. 18275.

B. The First Supplement to the Trust Agreement, dated March 17, 1995, was filed with the STB on March 21, 1995 under Recordation No. 18275-C. The Second Supplement to the Trust Agreement, dated as of December 21, 1995, was filed with the STB on December 26, 1995 under Recordation No. 18275-H.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the railroad cars covered by the Existing Leases described in Exhibit C hereto (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Third Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement through this Supplement.

5. This Third Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Third Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Third Supplement. It shall not be necessary in making proof of this Third Supplement to produce or account for more than one such counterpart.

6. This Third Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

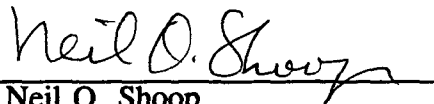
IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:


Secretary

By:


Neil O. Shoop
Treasurer

THE BANK OF NEW YORK,
Successor Trustee

By:


Name: WALTER N. GITLIN
Title: Vice President

Attest:


Attestor

STATE OF TEXAS

§
§ ss.
§

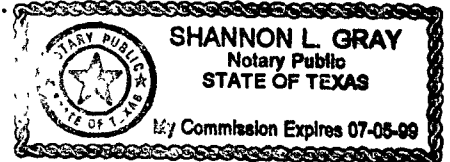
COUNTY OF DALLAS

On this 19th day of December, 1997, before me personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

Shannon L. Gray

My Commission Expires: _____



[SEAL]

STATE OF NEW YORK

§
§ ss.
§

COUNTY OF NEW YORK

On this 19th day of December, 1997, before me personally appeared WALTER FITLIN, to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

William J. Cassels

My Commission Expires: _____

WILLIAM J CASSELS
Notary Public, State of New York
No 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

EXHIBIT A

1. Railroad Car Lease Agreement, dated January 22, 1997, between Trinity Industries Leasing Company and PCS Phosphate Company, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	33,687 Gal. 112J340W Tank Cars	TILX 301141-301149

Series 11

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
9 Tank Cars	112J340W	33,687 Gal.	TILX 301141-301149	02/97

EXHIBIT C

Series 11

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
10 Hopper Cars	Lo	5,125 cu. ft.	TILX 5408-5417	04/96